

**AMENDMENT OF THE RIGHT-OF-WAY LEASE  
FOR THE  
TRANS-ALASKA PIPELINE  
ADL 63574**

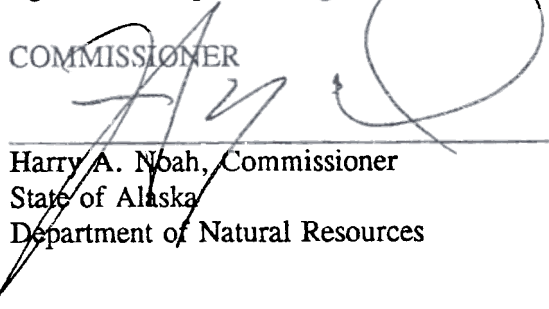
This is an Amendment to Exhibit D Description of the Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574, which was recorded in the Fairbanks Recording District in Book 149 Pages 0799 through 0905 on July 16, 1979, hereinafter this document is referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 2 day of June, 1994 by and between the State of Alaska located at 411 West 4th Avenue, Suite 2C, Anchorage, Alaska 99501 acting through the Commissioner of the Department of Natural Resources hereinafter referred to as COMMISSIONER and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobil Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company located at 1835 South Bragaw Street, Mailstop-569, Anchorage, Alaska 99512 hereinafter referred to as LESSEE.

WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include an additional 0.30 acres of land within the Fairbanks Recording District included in the Hess Creek Erosion Control Structure. The lands are located at the Hess Creek pipeline bridge south abutment and pipeline workpad at pipeline milepost 378.7 within Section 20, Township 10 North, Range 7 West, Fairbanks Meridian, Alaska as depicted on the as-built drawing entitled Hess Creek Bank Protection Proposed Right-of-Way dated August 23, 1993. The areas to be added are labeled on the drawing as "Proposed Right-of-Way" on the easterly and westerly sides of the existing pipeline right-of-way.

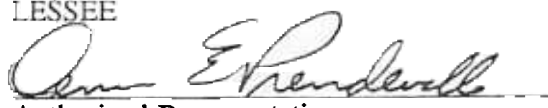
NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574 to include the lands depicted on the drawing dated August 23, 1993, Exhibit A, attached and made a part hereof. These lands are incorporated into and made a part of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER AND LESSEE have affixed their signature to duplicate originals of this AMENDMENT as of the date first above written.

COMMISSIONER

  
\_\_\_\_\_  
Harry A. Noah, Commissioner  
State of Alaska  
Department of Natural Resources

LESSEE

  
\_\_\_\_\_  
Authorized Representative  
Alyeska Pipeline Service Company  
Agent for  
Amerada Hess Pipeline Corporation  
ARCO Transportation Alaska, Inc.  
BP Pipelines (Alaska) Inc.  
Exxon Pipeline Company  
Mobil Alaska Pipeline Company  
Phillips Alaska Pipeline Corporation  
Unocal Pipeline Company

STATE OF ALASKA

)  
ss.

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 2 day of June, 1994, before me, personally appeared Harry A. Noah, the Commissioner of the Department of Natural Resources of the State of Alaska, who executed the foregoing Amendment and acknowledged voluntarily signing the same.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

Barbara J. Champion  
Notary Public in and for the State of Alaska  
My Commission expires 8/19/97

STATE OF ALASKA

)  
) ss.  
)

THIRD JUDICIAL DISTRICT

THIS IS TO CERTIFY that on the 17<sup>th</sup> day of May, 1994, before me, personally appeared Dennis E. Brundeville, who stated that he/she executed the foregoing document as an authorized representative of Alyeska Pipeline Service Company as agent for its above-referenced owner companies and voluntarily on behalf of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed by official seal, the day and year in this certificate first above written.

Lois M. Hankee  
Notary Public in and for the State of Alaska  
My Commission expires 8-14-97

